

## Durango Bridge Club, Inc. 1/17/20 Board Meeting Minutes

The first board meeting of the Durango Bridge Club, Inc. (DBC) was convened by Don Squires at approximately 4:35 pm on 1/17/20.

All newly elected Board Members (Cara-Lyn Lappen, Don Squires, Wayne Caplan, Jana Goldstein, Mark Zempel, Jonathan Mullins, and Michelle Harlow) were present in person or by phone. Club members received prior notice of the meeting per the Bylaws, but no one appeared.

**All actions shown hereunder were taken by motions duly made, seconded, and unanimously carried, unless otherwise noted.**

**1. Officers:**

The following positions were filled by unanimous election:

President – Don Squires

Vice President – Mark Zempel

Treasurer – Jonathan Mullins

Secretary – Michelle Harlow

Tournament Chair – Jana Goldstein

Discussion followed about areas that need help from other board members, and the membership:

**Bridge Education** – Don noted that Sara could use logistical support for her beginning bridge classes which were well reviewed by her students last year.

**DBC 2020 Tournament** – Cara-Lyn volunteered to help Jana fulfill the Tournament Chair duties. She will need many food service volunteers.

**2. Board Members Terms of Office:**

These are staggered per the Bylaws. Completing their first term in July 2021 will be Michelle, Mark, Don, and Cara-Lyn. Finishing their first term in July 2022 will be Wayne, Jonathan, and Jana. Thereafter, Board Members will serve 2 year terms.

**3. DBC Board appointed Wayne Caplan to continue as Club Manager.**

**4. Entry fees for games will remain at \$3.00:**

Discussion occurred regarding how very reasonable the entry fee is in Durango compared to other places where clubs have higher overhead because of rent or mortgages, payments to game directors and club managers etc. However, our costs are increasing (ex. payment for Sr Center after hours, rental of other space), and income versus expenses will need to be closely monitored.

**5. 2019 Treasurer's Report and tasks for DBC Treasurer:**

Don presented as previous acting treasurer. His written report is attached. He noted that our Sectional Tournament made money because of payment from the Unit, and generous donation of time and food by players. With regard to bridge education, the Unit paid us \$500 to offset those expenses.

On 12/26/19, the new club received approval from the IRS to operate as a nonprofit under IRS Code provision 501(c)(7). Nonprofit status with Colorado will be pursued by Jonathan and should be routine after receiving federal approval. The IRS assigned us a fiscal year of 7/1-

6/30, but Jonathan thinks our annual tax filing will be simple because of our size. Don will work with Jonathan to set up a new bank account, and Jonathan will establish our new bookkeeping.

Michelle asked why the 2019 report showed 0 for ACBL Table Fees in January and July. Don & Wayne think this is because twice last year the fees for 2 months were reimbursed to Wayne when he submitted them rather than when they were incurred.

In the future, Jonathan will book the table fees on an accrual basis so that table counts, entry fees, and ACBL table fees for each month can be analyzed by the board. He will report this information. Among other things, this will allow the board to review the number of free plays being awarded.

6. **Spending limits for DBC Manager:**

Past practice was to allow the Club Manager to spend up \$300 on capital items, and \$1,000 on operating expenses without prior board approval. Michelle argued that the limits were unnecessarily high given the club's overall finances, and the expenses incurred last year. Others argued that requiring the manager to get prior board approval is overly time consuming. The board decided to continue the past policy with Michelle voting against it.

7. **Free plays (waiver of entry fees) at DBC:**

Past practice has been to waive entry fees for the club manager, game directors, and various other volunteers. In 2019, waivers were awarded at the discretion of Wayne and Don. A proposal was made by Michelle to limit the number of such waivers on a weekly basis to 12, which was opposed by Wayne as insufficient. The board decided not to limit the waivers awarded by Don (President) and Wayne (Club Manager) but instead to monitor the situation with information provided by the treasurer (see #5 above).

8. **DBC insurance needs:**

There are various types of insurance the club could purchase. Michelle expressed her opinion that director and officer insurance is not customary for organizations like ours given the statutory immunity for persons who hold volunteer positions with nonprofits in Colorado. Additionally, such insurance is generally cost prohibitive for a small nonprofit with no employees. Wayne argued in favor of insurance for the club's property for which he estimated a \$15,000 replacement cost. The board decided that Jonathan will investigate property insurance only.

9. **DBC Website:**

Discussion occurred regarding problems with the existing website and the need for a functioning site under the Bylaws. Cara-Lyn volunteered to maintain our website after she fixes it and updates the content with Don's help.

10. **Donation of Charity game funds:**

Don withdrew this item.

11. **Advisory Board's 2019 disciplinary action against Jim Beatty:**

The board decided not to consider this matter.

12. **Development of Zero Tolerance Policy & Procedures:**

This is a priority for the new board as it is required in the Bylaws, and a committee was established to draft and submit proposed documents regarding Zero Tolerance at the next board meeting. Mark (per Bylaws in charge of Zero Tolerance Committee) will chair this committee with Michelle and Don as volunteers.

13. **Club Manager's 2019 Report:**

Wayne reported on last year. Among other things, he conducted our ACBL business to hold & report results for the games, renewed the ACBL sanction, purchased new cards and boards, signed up new ACBL members, supervised and/or performed card dealing, and purchased additional BridgeMates. He noted that the dealing machine will need service soon, and he plans to purchase replacement bidding cards for those frequently used.

14. **New Business:**

Jana inquired about the tournament and learned from Don that it cannot be held at the Sr Center but space is reserved at the VFW for June 12-14, 2020.

Michelle noted that ACBL needs to be updated regarding our recently completed transition from a private business to a nonprofit corporation. She will work with Wayne to accomplish this task.

15. **Next Board Meeting:**

The next meeting is tentatively scheduled for April 24, 2020 at 4:30 pm.

The meeting was adjourned at approximately 5:30 pm and minutes were prepared by Michelle Harlow